

**UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IN RE TREMONT SECURITIES LAW, )  
STATE LAW AND INSURANCE )  
LITIGATION )

Master File No.: 08-cv-11117(TPG)

Hon. Thomas P. Griesa

ECF CASE/Electronically Filed

This Document Relates to: )  
Insurance Action No. 09 Civ. 557 )

Dated: June 8, 2009

**DECLARATION OF JEFFREY L. WILLIAMS**

Jeffrey L. Williams declares, pursuant to 28 U.S.C. §1746, as follows:

1. I am admitted *pro hac vice* in this action and am a partner at Jorden Burt LLP, attorneys for defendants New York Life Insurance Company ("New York Life") and New York Life Insurance and Annuity Corporation ("NYLIAC").

2. I respectfully submit this Declaration in support of New York Life's and NYLIAC's Motion to Dismiss the Complaint of F. Daniel Prickett and to place before the Court true and correct copies of the following documents referenced in the accompanying memorandum of law.

3. Attached hereto as Exhibit 1 is a true and correct copy of Individual Variable Life Insurance Policy numbered 56803889, issued to F. Daniel Prickett on or about May 12, 2003, and F. Daniel Prickett's Application thereto (collectively the "Policy").

4. Attached hereto as Exhibit 2 is a true and correct copy of the Variable Life Insurance Policy Private Offering Memorandum issued to F. Daniel Prickett on or about April 25, 2003 (the "Offering Memorandum" or "O.M.").

5. Attached hereto as Exhibit 3 is a true and correct copy of the American Masters Opportunity Insurance Fund, L.P. Confidential Private Placement Memorandum, issued to F. Daniel Prickett (the "Tremont PPM").

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 8th day of June 2009.

  
Jeffrey L. Williams